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FLORIDA PROFIT CORPORATION OR P.A.

ace blue waters charter, inc.

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6

This Instrument Prepared By:
Garry C. Faske, Esquire
11900 Biscayne Boulevard
Suite 616
North Miami, Florida 33181
305/892-8972
Fla. Bar No. 654620

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ARTICLES OF INCORPORATION
OF
ACE BLUE WATERS CHARTER, INC.

The undersigned, acting as incorporator of a corporation under the Florida General Corporation Act, adopts the following Articles of Incorporation for such corporation:

ARTICLE I
NAME

The name of the corporation shall be:

ACE BLUE WATERS CHARTER, INC.

ARTICLE II
TERM OF EXISTENCE

The period of duration of the corporation is perpetual.

ARTICLE III
PURPOSE

The purpose or purposes for which the corporation is organized are to engage in any activity or business permitted under the laws of the United States and of this state.

ARTICLE IV
CAPITAL STOCK

Authorized Shares.

Number. The aggregate number of shares that the corporation shall have the authority to issue

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is 7500 shares of Capital Stock with a par value at One Dollar (\$1.00) per share.

Initial Issue. 100 shares of the Capital Stock of the corporation shall be issued for cash at a par value of One Dollar per share.

Stated Capital. The sum of the par value of all shares of Capital Stock of the corporation that have been issued shall be the stated capital of the corporation at any particular time.

Dividends. The holders of the outstanding capital stock shall be entitled to receive, when and as declared by the Board of Directors, dividends payable either in cash, in property, or in shares of the capital stock of the corporation.

No classes of stock. The shares of the corporation are not to be divided into classes.

No shares in series. The corporation is not authorized to issue shares in series.

ARTICLE V **REGISTERED AND PRINCIPAL ADDRESS**

The initial address in Florida of the initial registered agent is 11900 Biscayne Boulevard, Suite 616, North Miami, Florida 33181 and initial principal office of the corporation is 401 Biscayne Boulevard, #15, Miami, Florida 33131.

ARTICLE VI **BOARD OF DIRECTORS**

The initial board of directors shall consist of one member, who need not be a resident of the State of Florida or shareholder of the corporation.

The name and address of the person who shall serve as director until the first annual meeting of the shareholders, or until their successor shall have been elected and qualified is as follows:

EILEEN GLINSKY
1470 N.E. 123RD Street, Unit 114
North Miami, Florida 33161

ARTICLE VII
INCORPORATOR

The name and address of the incorporator is as follows:

GARRY C. FASKE
11900 Biscayne Boulevard
Suite 616
North Miami, Florida 33181

ARTICLE VIII
AMENDMENTS

The shareholders shall have the power to adopt, amend, alter, change or repeal the articles of incorporation when proposed and approved at a stockholders meeting, with not less than a majority vote of common stock.

ARTICLE IX
PREEMPTIVE RIGHTS

The holders of the common stock of this corporation shall have preemptive rights to purchase, at prices, terms and conditions that shall be fixed by the Board of Directors, such as the shares of the stock of this corporation as may be issued for money (money, or and property or services) from time to time, in addition to that stock authorized (and issued) by the corporation. The pre-emptive rights of any holder is determined by the ratio of the authorized (authorized and issued) shares of common stock held by the holder of all shares of common stock currently authorized (authorized and issued).

CERTIFICATE DESIGNATING PLACE OF BUSINESS OR DOMICILE
FOR THE SERVICE OF PROCESS WITHIN FLORIDA
NAMING AGENT UPON WHOM PROCESS MAY BE SERVED

IN COMPLIANCE WITH SECTION 48.091, FLORIDA STATUTES,
THE FOLLOWING IS SUBMITTED:

FIRST -- That ACE BLUE WATERS CHARTER, INC., desiring to organize or qualify under the laws of the State of Florida, with its principal place of business at the City of Miami, State of Florida, has named GARRY C. FASKE, ESQUIRE, located at 11900 Biscayne Boulevard, Suite 616, City of North Miami, State of Florida, as its agent to accept service of process within Florida.

SECOND -- That having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

SIGNATURE

Resident Agent

Date

IN WITNESS WHEREOF, The undersigned, being the original Incorporator of the above named corporation, for the purpose of forming a corporation to do business both within and without the State of Florida, under the laws of the State of Florida, does make and file these Articles, hereby declaring and certifying that the facts herein stated are true, and executes these Articles of Incorporation at North Miami, Florida, on the 16th day of April, 2004.

GARRY C. FASKE

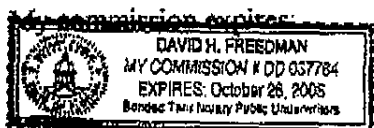
STATE OF FLORIDA:
COUNTY OF MIAMI-DADE:

The foregoing Articles of Incorporation was acknowledged before this 16th day of April, 2004, by Garry C. Faske who is personally known to me or who has produced a _____ as identification and who did take an oath and did voluntarily

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acknowledge to me that he made and subscribed the above Articles of Incorporation for the uses and purposes therein mentioned and set forth.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal, at North Miami, in said County and State this 16th day of April, 2004.



David H. Freedman
NOTARY PUBLIC, STATE OF FLORIDA
Commission No.
Name:

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